

F95000001414

Direct Graphics, Inc.

(Requestor's Name)

5924 S.W. 24 St.

(Address)

Miami, FL 33155

(City, State, Zip)

(Phone #)

200001414092
-02/23/95--01100--001
***131.25 ***131.25

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. Direct Graphics, Inc. W95-4206
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 23 PM 4:37



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1995

DIRECT GRAPHICS, INC.
5924 S.W. 24 ST.
MIAMI, FL 33155

SUBJECT: DIRECT GRAPHICS, INC.
Ref. Number: W95000004206

We have received your document for DIRECT GRAPHICS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

You have submitted a CERTIFICATE OF INCORPORATION not a CERTIFICATE OF EXISTENCE

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 595A00009608



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

February 24, 1995

DIRECT GRAPHICS, INC.
5924 S.W. 24 ST.
MIAMI, FL 33155

SUBJECT: DIRECT GRAPHICS, INC.
Ref. Number: W95000004206

We have received your document for DIRECT GRAPHICS, INC. and your check(s) totalling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 195A00008437

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned manuel G. Gutierrez, do hereby certify that this Resolution of the Board of Directors of Direct Graphics, Inc., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on 2/20, 1995.

Resolved, that Direct Graphics Inc., organized and existing in the State of Delaware, hereby adopts the name Direct Graphics and Printers, Inc. for use in Florida

Dated: 2/28/95


Signature of at least one Director

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 23 PM 4:36

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:

1. DIRECT GRAPHICS INCORPORATED

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person
or partnership if not so contained in the name at present.)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. Applied

(FEI number, if applicable)

4. September 8, 1994

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. February 28, 1995

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 5924 S.W. 24 Street

Miami, Florida 33155

(Current mailing address)

8. Art work, design and printing

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Manuel Gutierrez

Office Address: 5924 S.W. 24 STREET

MIAMI

, Florida ,

33155

(Zip Code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated
corporation at the place designated in this application, I hereby accept the appointment as
registered agent and agree to act in this capacity. I further agree to comply with the provisions
of all statutes relative to the proper and complete performance of my duties, and I am familiar
with and accept the obligations of my position as registered agent.*


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to
delivery of this application to the Department of State, by the Secretary of State or other official
having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
SECRETARY OF STATE
CORPORATIONS
95 MAR 23
11 4:38

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Manuel Gutierrez

Address: 5924 S.W. 24 Street
Miami, Florida 33155

Vice Chairman: MANUEL G. GUTIERREZ JR.

Address: 5924 S.W. 24 STREET
MIAMI, FLORIDA 33155

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: MANUEL GUTIERREZ

Address: 5924 S.W. 24 STREET
MIAMI, FLORIDA 33155

Vice President: _____

Address: _____

Secretary: MANUEL G GUTIERREZ


Address: 5924 S.W. 24 STREET
MIAMI, FLORIDA 33155

Treasurer: _____

Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 23 PM 4:30

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. MANUEL GUTIERREZ PRESIDENT
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

PAGE 1

NOTICE OF THE OFFICE OF THE SECRETARY OF STATE OF DELAWARE THAT THE OFFICE HAS RECEIVED FROM THE DELAWARE DIVISION OF CORPORATIONS THE FOLLOWING INFORMATION:

THE FOLLOWING INFORMATION WAS RECEIVED FROM THE DELAWARE DIVISION OF CORPORATIONS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 23 PM 4:38



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

CERTIFICATE OF INCORPORATION
OF

Direct Graphics Inc.
A CLOSE CORPORATION

FIRST: The name of this corporation is Direct Graphics Inc..

SECOND: Its registered office in the State of Delaware is to be located at Three Christina Centre, 201 N. Walnut Street, Wilmington, DE 19801, County of New Castle. The registered agent in charge thereof is The Company Corporation, address same as above.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH: The amount of total authorized shares of stock of this corporation is 100 shares of \$10.00 par value.

FIFTH: The name and mailing address of the incorporator is

Regina Cephas, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801

SIXTH: All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

SEVENTH: All of the issued stock of all classes shall be subject to one or more of the restrictions on transfer permitted by Section 202 of the General Corporation Law.

EIGHTH: The corporation shall make no offering of any of its stock of any class which would constitute a 'public offering' within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

NINTH: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate and do certify that the facts herein are true, and I have accordingly hereunto set my hand.

DATED: September 8, 1994

Regina Cephas

**STATE OF DELAWARE
1994 ANNUAL FRANCHISE TAX REPORT**



DO NOT ALTER FILE NUMBER

FILE NUMBER 2433050		CORPORATION NAME DIRECT GRAPHICS INC.					PHONE NUMBER	
FEDERAL EMPLOYER ID NO.		INCORPORATION DATE SEPTEMBER 8, 1994		RENEWAL / REVOCATION DATE		DATE OF INACTIVITY		FROM / TO
AUTHORIZED STOCK BEGIN DATE 09/08/94	ENDING DATE	DENIGNATION OR STOCK CLASS COMMON	NO. OF SHARES 100	PAR VALUE / SHARE 10.000000	NO. SHARES ISSUED	TOTAL GROSS ASSETS	ASSET DATE	ASSETS FOR REGULATED INVESTMENT CORPS Jan. 1st Dec. 31st
FRANCHISE TAX 30.00	\$50.00 PENALTY .00	1.5% MONTHLY INTEREST .00	QUARTERLY INTEREST	ANN. FILING FEE 20.00	PREV CREDIT OR BALANCE	PREPAID QRTY. PAYMENTS		
						AMOUNT DUE 50.00		


REGISTERED AGENT 0018442
THE COMPANY CORPORATION
THREE CHRISTINA CENTRE
201 N. WALNUT STREET
WILMINGTON, DE 19801

MAKE CHECK PAYABLE TO:
DELAWARE SECRETARY OF STATE

CHECK NO. 90	AMOUNT ENCLOSED 50.00
------------------------	---------------------------------

\$50.00 PENALTY if not Received on or before
March 1, 1995. Plus 1.5% Interest per month.

2 030195 2433050 000005000 0 7

DIRECT GRAPHICS INC.		NO. 90
		63-945/660
PAY TO THE ORDER OF <u>DELAWARE SECRETARY OF STATE</u>		Jan. 08 19 95
FIFTY=====		\$ 50.00=====
=====00/100=====		DOLLARS
 CONTINENTAL NATIONAL BANK OF MIAMI MAIN OFFICE MIAMI, FLORIDA 33138		
FOR 1994 ANNUAL FRANCHISE TAX REPORT		
@000090@ +:0660094561: @ 00077151@		